

03-46

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/11/2003 at 06:18PM
		File Number: 0001146802

Application Purpose: Amendment

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0001146802
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <u>pro forma</u> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a Pro forma transaction being filed under the Commission's forbearance Procedures for telecommunications licenses?
4) For assignment of authorization only, is this a <u>partition and/or</u> disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Spectrum exchange If required by applicable rule, attach as an exhibit a Statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCG Registration Number (FRN): 0004249801		
11) First Name (if individual): MI	Last Name:	Suffix:
12) Entity Name (if not an individual): Ameritech Mobile Communications, LLC		
13) Attention To: Kelly E. Abernathy		
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Road, Suite 100A
16) City: Dallas	117) State: TX	118) Zip Code: 75252
19) Telephone Number: (972)733-2000	120) FAX Number: (972)733-2865	
21) E-Mail Address:		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or		
28) City:	29) State:	30) Zip Code:	
31) Telephone Number:			
33) E-Mail Address:			

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
		39) State:	40) Zip Code:
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0001572627			
46) First Name (if individual):	MI:	Last Name:	Suffix:
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To: Douglas I. Brandon			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
53) City: Washington	54) State: DC	55) Zip Code: 20036	
56) Telephone Number: (202)223-9222	57) FAX Number: (202)223-9095		

MI: C	Last Name: Jatlow	Suffix:
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69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	E!

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
		Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is Subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).		
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.		
79) Typed or Printed Name of Party Authorized to Sign		
First Name: Carol	MI: L	Last Name: Tacker
BO) Title: V.P. - Asst. Gen. Counsel & Corp. Sec.		
Signature: Carol L Tacker		81) Date: 02/11/03

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies transferred required because telecommunications

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory Power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
If the applicant has sought a Waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: **Douglas** MI: **I** Last Name: **Brandon** Suffix:

83) Title: Vice President

Signature: **Douglas I Brandon** 84) Date: 02/11/03

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (N only)	89) Frequency	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No
WLV483	AL						Yes
WMN820	AL						Yes
WMN819	AL						Yes
WPJB973	AL						Yes
KNKN201	AL						Yes
WLV479	AL						Yes
WMS254							Yes
WPJB972	AL						Yes
WLV491	AL						Yes
WMT792							Yes
WMW955	AL						Yes

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public**Assignments of Authorization****1) Assigning Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee Certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

(Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rule.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

Attachment Type	Date	Description	Contents
Other	01/09/03	Exhibit B - Litigation Exhibit	0178132579429199040275863.pdf
Other	01/21/03	Exhibit A - Description of Transaction (Revised)	0178160479429199040275863.pdf
Other	02/11/03	Amended Attachment 1	0178208189429199040275863.pdf
Other	02/11/03	Amended Attachment 2	0178208209429199040275863.pdf

On or about September 30, 2002, a case captioned *Beeler, et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Northern District of Illinois, Eastern Division (Case No. 02C 6975). The Company is named as a defendant, along with several other wireless carriers providing service in the Chicago metropolitan area. Plaintiffs allege that the defendant carriers market handsets and wireless service through tying arrangements, and that each has monopolized the market for sales of handsets to its own subscribers.

On or about September 20, 2002, a case captioned *Truong, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the Northern District of California (Case No. C 02 4580). The Company is named as a defendant, along with several other wireless carriers providing service in the San Francisco metropolitan area. This complaint is substantively identical to that filed in the *Beeler* case. described above.

On or about August 23, 2002, a case captioned *Millen, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the District of Massachusetts (Case No. 02- 11689). The Company is named as a defendant, along with several other wireless carriers providing service in the Boston metropolitan area. This complaint is substantively identical to that filed in the *Beeler* and *Truong* cases, described above.

On or about April 5, 2002, a case captioned *Wireless Consumers Alliance, Inc., et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Southern District of New York (Case No. 02 CV 2637). The Company is named as a defendant. along with several other wireless carriers providing service in the New York metropolitan area. Plaintiffs seek to certify a class consisting of persons who have purchased wireless service within the New York metropolitan area during the four years immediately preceding the filing of the complaint. and seek injunctive relief and damages under Section 1 of the Sherman Act.

On or about September 5, 2001, the second amended complaint in a case captioned *DiBraccio v. AT&T Wireless Services, Inc., et al.* was filed in Florida State Court (Eleventh Judicial Circuit. in and for Miami-Dade County) (Case No. 99-20450 CA-20). The Company is named as a defendant, along with *ABC Cellular Corp.,* a reseller of wireless services and handsets in South Florida. Plaintiff seeks damages for alleged monopolization of wireless phone services in South Florida under Section 542.19 of the Florida Statutes and conspiracy to monopolize under the same statute.

On or about September **27,2002**, a case captioned Morales, et. al. v. AT&T Wireless PCS, LLC, **et. al.** was filed in the United States District Court for the Southern District of Texas (Case No. L-02-CV120). The company is named **as** a defendant. along with several other wireless carriers providing service in Texas. The complaint is substantively identical to that tiled in the Beeler, Millen and Truong cases mentioned above.

AT&T Wireless believes that none of the listed cases has merit

EXHIBIT A
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

By a series of fourteen applications, subsidiaries of AT&T Wireless Services, Inc. ("AWS"), subsidiaries of Cingular Wireless LLC ("Cingular"), Meriwether Communications LLC ("Meriwether"), and Skagit Wireless, LLC ("Skagit") seek Commission approval to exchange CMRS spectrum in various markets. Following grant and consummation, Cingular will receive 5, 10, or 15 MHz of broadband PCS spectrum in discrete portions of eight states: Alabama, Arkansas, Georgia, Kentucky, Louisiana, Mississippi, Tennessee, and Texas. AWS will receive the 25 MHz Hawaii 1 – Kauai RSA ("H1-1 RSA") A block cellular license along with ancillary microwave facilities that support the system and 10 MHz of broadband PCS spectrum in discrete portions of five states: Alabama, Idaho, Washington, Oklahoma, and Mississippi; and Meriwether and Skagit will receive 10 MHz of PCS spectrum in discrete portions of Oklahoma and Mississippi, respectively. The spectrum exchange will allow the parties to complement existing spectrum holdings as well as increase spectrum capacity in some existing markets. Accordingly, these applications are in the public interest and the parties seek expeditious Commission approval of the full and partial assignments required to implement the exchange.

I. Description of Transaction

As described in more detail below, the transaction will actually consist of three discrete exchanges:

- an exchange between wholly owned subsidiaries of AWS and Cingular;
- an exchange between Cingular and Meriwether, a designated entity ("DE"); and
- an exchange between Cingular and Skagit, also a DE.

To implement the transaction, applications are being filed for the full and partial assignment of CMRS licenses between several wholly owned subsidiaries of Cingular and AWS as well as between Cingular and Meriwether and Skagit. The parties request that the applications be processed by the Commission simultaneously. A more detailed description of each exchange follows.

A. Exchange I - Between AWS & Cingular.

Cingular's wholly owned subsidiaries, Ameritech Mobile Communications, LLC, BellSouth Mobility, LLC ("BML"), Pacific Bell Wireless Northwest, LLC, and Southwestern Bell Wireless LLC ("SWBW"), seek approval to: (i) assign in full the A block cellular license for the H1-1 RSA (CMA385A) along with the ancillary microwave authorizations that support the cellular

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BT/CMA	Market Name	Counties Included	
KNKN201	CL	A	CMA385	HI 1 – Kauai RSA	All	824-835/845-846.5 869-880/890-891.5
WLV479	CF	N/A	N/A	N/A	N/A	N/A
WLV483	CF	N/A	N/A	N/A	N/A	N/A
WLV491	CF	N/A	N/A	N/A	N/A	N/A
WMN819	CF	N/A	N/A	N/A	N/A	N/A
WMN820	CF	N/A	N/A	N/A	N/A	N/A
WMS254	CF	N/A	N/A	N/A	N/A	N/A
WMT792	CF	N/A	N/A	N/A	N/A	N/A
WMW955	CF	N/A	N/A	N/A	N/A	N/A
WPJB972	CF	N/A	N/A	N/A	N/A	N/A
WPJB973	CF	N/A	N/A	N/A	N/A	N/A

Application 2 (ULS File No. 0001 146840). *Partial Assignment from BellSouth Mobility LLC to AT&T Wireless PCS, LLC.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTA/CMA	Market Name	Counties Included		
		E	BTA158	Gadsden, AL	Etowah, AL only	18851890119651970	P

Application 3 (ULS File No. 0001 146818). *Partial Assignment from Pacific Bell Wireless Northwest, LLC to AT&T Wireless PCS, LLC.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTA/CMA	Market Name	Counties included		
KNLF283	CW	A	BTA250	Lewiston-Moscow, ID	All	1850-1855/1930-1935	P/D

Application 4 (ULS File No. 0001 146844). *Full Assignment from BellSouth Mobility LLC to AT&T Wireless PCS, LLC.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BTA/CMA	Market Name	Counties Included	
NLG613	CW	E	ETA094	Columbus-Starkville, MS	All	1885-1890/1965-1970

Application 5 (ULS File No. 0001146848). *Partial Assignment from Southwestern Bell Wireless LLC to AT&T Wireless PCS, LLC.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTA/CMA	Market Name	Counties Included		
KNLF295	CW	A	BTA031	Bartlesville, OK	All	1850-1855/1930-1935	P/D

Application 6 (ULS File No. 0001 147592). Partial Assignment from AT&T Wireless PCS, LLC to BellSouth Mobility LLC

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTNCYA	Market Name	Counties Included		
KNLF221	CW	A	BTA024	Atlanta, GA	Coweta, GA; Meriwether, GA; &	1850-1855/1930-1935	P/D
KNLF221	CW	A	BTA271	Macon-Warner Robins, GA	Baldwin, GA; Ben Hill, GA; Bleckley, GA; Crawford, GA; Crisp, GA; Dodge, GA; Dooley, GA; Hancock, GA; Johnson, GA; Laurens, GA; Macon, GA; Monroe, GA; Pulaski, GA; Putnam, G A Taylor, GA; Telfair, GA; Treutlen, GA; Washington, GA; Wheeler, GA; Wilcox, GA; & Wilkinson, GA	1860-1865/1940-1945	P/D
KNLF221	CW	A	BTA334	Opelika-Auburn, AL	All	1860-1865/1940-1945	P/D
KNLF251	CW	A	BTA423	Somerset, KY	All	1860-1865/1940-1945	P/D

Application 7 (ULS File No. 0001 147615). Partial Assignment from AMT Cellular, LLC to BellSouth Mobility LLC.

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTA/CMA	Market Name	Counties Included		
KNLF256	CW	B	BTA315	Natchez, MS	All	1882.5-1885/1962.5-1965	P/D

Application 8 (ULS File No. 0001 147624). Full Assignment from QuinCom, Inc. to BellSouth Mobility LLC.

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BTA/CMA	Market Name	Counties Included	
KNLG928	CW	F	BTA305	Montgomery, AL	All	1890-1895/1970-1975

Application 9 (ULS File No. 0001 147643). *Partial Assignment from TeleCorp Holding Corp. II, L.L.C. to Houston Cellular Telephone Company, L.P.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTA/CMA	Market Name	Counties Included		
WPOJ823	CW	C	BTA034	Beaumont-Port Arthur, TX	All	1902.5-1910/1982.5-1990	D

Application 10 (ULS File No. 0001 147639). *Full Assignment from Tritel C/F Holding Corp. to BellSouth Mobility LLC.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BTA/CMA	Market Name	Counties Included	
WPOK616	CW	C2	BTA094	Columbus-Starkville, MS	All	1895-1902.5/1975-1982.5
WPOK629	CW	C2	BTA175	Greenville-Greenwood, MS	All	1895-1902.5/1975-1982.5

In situations involving the combined partitioning and/or disaggregation of 5, 10 or 15 MHz from an originally issued 30 MHz A, B or C block PCS license, the parties certify that the five-year construction obligations have been satisfied and that the partitionee/disaggregatee will be responsible for meeting the ten-year construction benchmark for the partitioned/disaggregated area.¹ The parties have chosen Option 1 in response to Question 6 and Option 3 in response to Question 7 of the Schedule B to represent this scenario.

In the case of the partitioning of station KNLG620, the 10 MHz E block PCS license for the Gadsden, AL BTA (BTA158), the parties certify that the five-year construction obligation has been satisfied and no future build-out obligations are applicable.² The parties have chosen Option 2 in response to Question 6 of the Schedule B to represent this scenario.

Because the PCS licenses involved in Exchange 1 were originally awarded through competitive bidding more than three years ago, the reporting requirements contained in Section 1.2111(a) do not apply.³ Moreover, although there are C and F block PCS licenses involved in Exchange I

¹ See 47 C.F.R. §§ 24.203(a), 24.714(f)(1)-(2). This is the case for stations KNL221, KNL251, KNL256, KNL283, KNL295, and WPOJ823. See ULS File Nos 0000180985 (KNL221), 0000182965 (KNL251), 0000182918 (KNL256), 0000171587 (KNL283), 0000123891 (KNL295), and 0000618779 (WPOJ823).

² See 47 C.F.R. §§ 24.203(b), 24.714(f)(1); see also ULS File No. 0000608369.

³ See 47 C.F.R. § 1.2111(a).

that were originally set aside for and/or obtained by DEs utilizing a bidding credit, the relevant construction requirements have been satisfied.⁴ Further, all applicable unjust enrichment provisions have been satisfied in connection with previous transfers consented to by the Commission.⁵ Accordingly, there are no outstanding debts owed to the Commission for these particular licenses.

B. Exchange II – Between Cingular & Meriwether

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)	P/D
			BTA/CMA	Market Name	Counties Included		
KNLF295	CW	A	BTA311	Muskogee, OK	ALL	1850-1855/1930-1935	P/D

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BTA/CMA	Market Name	Counties Included	
KNLG935	CW	F	BTA454	Valdosta, GA	ALL	1890-1895/1970-1975

The parties certify that the five-year construction obligation has been satisfied for station KNLF295, an originally issued 30 MHz A block PCS license, and that the partitionee/disaggregatee will be responsible for meeting the ten-year construction benchmark

⁴ These licenses are for stations KNLG928, WPOJ823, WPOK616, and WPOK629. See 47 C.F.R. § 24.839(a)(6); see also ULS File Nos. 0000618745 (KNLG928), 0000618779 (WPOJ823), 0000634710 (WPOK616), and 0000634583 (WPOK629). In addition, in the case of station KNLG928, the license has been held for more than five years. See 47 C.F.R. § 24.839(a)(1).

⁵ See Public Notice, "Wireless Telecommunications Bureau and International Bureau Grant Consent for Transfer of Control or Assignment of Licenses from Telcor PCS, Inc. to AT&T Wireless Services, Inc.," WT Docket No. 01-315 (WTB/IB rel. Feb. 12, 2002).

for the partitioned/disaggregated area.⁶ The parties have chosen Option 1 in response to Question 6 and Option 3 in response to Question 7 of the Schedule B to represent this scenario. Given that this license was obtained through competitive bidding more than three years ago, the reporting requirements contained in Section 1.2111(a) also do not apply.⁷ The parties request that the Commission issue a new call sign for the partitioned and disaggregated spectrum.

While Station KNLG395 was originally obtained through closed bidding by utilizing a bidding credit and installment financing, the license has been held for more than five years and Meriwether has satisfied the relevant construction requirements.⁸ For these reasons, the reporting requirements contained in Section 1.2111 are inapplicable.⁹ Moreover, there is no bidding credit reimbursement required under Section 1.2111(c) given the license grant date. Although there is still an outstanding debt owed to the Commission for the license, Meriwether certifies that it will repay any associated debt obligations for the license immediately prior to closing.¹⁰

C. Exchange 111 – Between Cingular & Skagit

BML, a wholly owned Cingular subsidiary, will assign 10 MHz of spectrum in a BTA that covers primarily counties in Mississippi to Skagit in return for 10 MHz of spectrum in two BTAs covering counties in Tennessee and Georgia. The following charts provide the details of the exchange between the parties.

Application 13 (ULS File No. 0001 146851). *Full Assignment from BellSouth Mobility LLC to Skagit Wireless, LLC.*

Call Sign	Service	Block	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BTA/CMA	Market Name	Counties Included	
KNLG622	CW	E	BTA175	Greenville-Greenwood, MS	ALL	18851890/1965-1970

⁶ See 47 C.F.R. §§ 24.203(a), 24.714(f)(1)-(2); see also ULS File No. 0000123081. The partitioner/disaggregator thus remains responsible for meeting the ten-year construction benchmark in the area it retains.

⁷ See 47 C.F.R. § 1.2111(a).

⁸ See 47 C.F.R. § 24.839(a)(1), (6); see also ULS File No. 0000991193.

⁹ See 47 C.F.R. § 1.2111.

¹⁰ *Id.* § 1.2111(c).

Application **14** (ULS File No. 0001 148051). *Full Assignment Skagit Wireless, LLC to BellSouth Mobility LLC.*

Call Sign KNLH623	Service CW	Block F	Geographic Area Being Assigned			Spectrum Being Assigned (MHz)
			BTA/CMA	Market Name	Counties Included	
		F	BTA237	La Grange, GA	ALL	1890-1895/1970-1975
KNLH632	CW	F	BTA096	Cookeville, TN	ALL	1890-1895/1970-1975

Station KNLG622 was obtained through competitive bidding more than three years ago, and thus the reporting requirements contained in Section 1.2111(a) do not apply. Skagit's F block PCS authorizations were originally obtained through closed bidding by utilizing a bidding credit and installment financing. The licenses have been held for more than five years, however, and Skagit has satisfied the relevant construction requirements.' For these reasons, as well as the fact that there are no outstanding installment payments due on these licenses, the reporting requirements and the unjust enrichment provisions contained in Section 1.2111 are inapplicable.

II. Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended ("the Act"), requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.' To make that assessment, the Commission considers four overriding questions: "(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits."¹³

¹¹ See 47 C.F.R. § 24.839(a)(1), (6); see also ULS File Nos. 0000869737 (KNLH632) & 0000869791 (KNLH623).

¹² Section 310(d) provides that "no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby." 47 U.S.C. § 310(d)

¹³ *Applications of SBC Communications Inc. and BellSouth Corp.*, 15 F.C.C.R. 25459, 25463-M (WTB/IB 2000) (citation omitted) ("SBC-BellSouth Order"). *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 F.C.C.R. 14712, 14737-38 (1999) ("Ameritech-SBC Order"); see also *Application of WorldCom, Inc. and MCI Communications Corp.*, 13 F.C.C.R. 18025, 18030-32 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 F.C.C.R. 15351, 15367-68 (1997).

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise, do not require extensive review and expenditures of considerable resources by the Commission.¹⁴ The instant application and the related series of applications meet this standard.¹⁵

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the proposed transaction fully complies with all Commission rules and regulations and does not require any waivers. In Attachments 1 and 2, Cingular and AWS each demonstrate that with the one exception in Hawaii the transaction does not create new or unresolved overlaps in ownership interests that implicate the former spectrum cap in any of the wireless markets involved.¹⁶ The spectrum to be acquired by either Meriwether or Skagit from Cingular will not result in any overlaps with any remaining spectrum holdings following the transaction.

With regard to the proposed acquisition of the HI-1 RSA cellular system, subsequent to the consummation of the transactions described in Exchange I, AWS will directly own and control 35 MHz of spectrum. It will own and control 25 MHz of cellular A block spectrum in the HI-1 RSA in addition to the 10 MHz of D block broadband PCS spectrum already held in the Lihue, HI BTA (BTA254) ("Lihue BTA").¹⁷ In addition, while the former spectrum cap attribution rules are no longer in effect as a result of the sunset of Section 20.6 of the FCC's rules, AWS has a greater than 10%, non-controlling equity interest in ABC Wireless, L.L.C. ("ABC"). ABC holds a 30 MHz C block broadband PCS license in the Lihue BTA.

Despite the fact that Cingular will be exiting the two-way voice market in the HI-1 RSA, the transaction proposed will not diminish competition and be beneficial to subscribers throughout the state of Hawaii. AWS currently offers TDMA cellular service in the Honolulu, HI MSA

¹⁴ See *Application of Tele-Communications, Inc. and AT&T Corp.*, 14 F.C.C.R. 3160, 3170 (1999); *Ameritech-SBC Order*, 14 F.C.C.R. at 14740-41.

¹⁵ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm Corp and SBC Communications Inc.*, 13 F.C.C.R. 21292, 21315 (1998) ("*SNET-SBC Order*"), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, "[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 F.C.C.R. 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc and SBC Communications, Inc.*, 14 F.C.C.R. 10604, 10608-09 (WTB 1999).

¹⁶ See 47 C.F.R. § 20.6 (2002).

¹⁷ The only county in the HI-1 RSA market (CMA385) and the Lihue BTA (BTA254) is Kauai County.

(CMA050) and the HI 2 - Maui and HI 3- HI RSAs. Cingular's HI-1 RSA system is a mature cellular system offering subscribers TDMA service. AWS intends to continue to offer TDMA service in the HI-1 RSA. Accordingly, subsequent to the consummation of this transaction, AWS will be able to offer consumers TDMA service throughout the entire state of Hawaii¹⁸ and, more importantly, AWS will be able to eliminate costly roaming charges being incurred at the present time.

In addition to the foregoing, acquiring cellular spectrum from Cingular in the HI-I RSA market enables AWS to use its D block broadband PCS license in the Lihue BTA to offer GSM/GPRS service rather TDMA service. **Though GSM service is a voice service**, AWS intends to focus on the data capabilities of GPRS service. No other carrier in **the HI-I RSA** or Lihue BTA offers GPRS service at the present time. As **a** result, acquisition of the HI-I cellular **system** provides additional competitive services for consumers in the market. AWS is also licensed for **the D** block of broadband PCS spectrum in the Honolulu, HI BTA (BTA192), Hilo, HI BTA (BTA190) and Kahului-Wailuku-Lahaina, HI BTA (BTA222), which, together with the Lihue BTA, constitute all of the BTAs that make up the Honolulu, HI MTA (MTA047). Therefore, on a larger scale, acquisition of the HI-I RSA TDMA cellular system will enable AWS to offer statewide GSM/GPRS service to consumers. The Commission has recognized the efficiencies of larger footprints and the desirability of ubiquitous mobile voice and data networks."

The proposed assignment of the HI-I RSA cellular system from Cingular to AWS will not substantially impair competition in the Lihue BTA/HI-RSA. Indeed, a high degree of competition will remain in the market following the transaction. In addition to AWS, Verizon, Nextel, Sprint and T-Mobile are operating two-way voice CMRS systems in this market. ABC and Summit Wireless, L.L.C. also have authorizations to provide broadband PCS services in the market but have yet to file their five-year build out certifications with the Commission. Rather than resulting in **an** overall diminution of competition, grant of this application will result in reduced roaming charges, the rollout of the first GSM/GPRS voice **and** data service in Kauai County and separate statewide voice and voice/data services resulting in significant benefits to consumers.

Therefore, the transaction does not frustrate or impair the Commission's implementation, enforcement, or objectives of the Act or other statutes. Indeed, the transaction promotes competition and more efficient operations.

Moreover, the proposed transaction as a **whole** promises to yield affirmative public interest benefits. Grant of the applications will enable the parties to complement their existing spectrum holdings, decrease roaming costs as well as increase spectrum capacity in some existing markets. This will allow the parties to improve the quality of service in congested areas and decrease the

¹⁸ With regard to the transition of Cingular subscribers on the HI-1 RSA system to AWS AWS intends to provide all Cingular customers with a minimum of 30 days notice of the ownership change

¹⁹ See *Annual Report and Analysis of Competitive Conditions with Respect to Commercial Mobile Services, Seventh Report*. 17 F.C.C.R. 12985, 12997 (2002).

costs of providing such service. In addition, in the case of the partial assignments described above in Exchanges I and 11, an additional facilities-based carrier will be approved to enter the market area, increasing competition and consumer choice. The transaction will therefore help fill out the national coverage footprints of AWS and Cingular and provide customers nationwide with an enhanced choice of both technology and national service provider.

III. Form 602 – Ownership Disclosure Information

Based on the prior guidance from the Wireless Telecommunications Bureau, the Form 602 for AWS and Cingular satisfy the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission's rules for the assignees that are wholly owned subsidiaries of these parents.” For Menwether and Skagit, please see the Forms 602 currently on file for these entities.

IV. Conclusion

Based on the foregoing, the proposed spectrum exchanges are in the public interest. Accordingly, the parties request that the applications to implement the transaction be granted on an expedited basis.

²⁰ See 47 C.F.R. §§ 1.919, 1.2112(a), *see also Public Notice*, “Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602,” 14 F.C.C.R. 8261, 8264-65 (WTB 1999).

ATTACHMENT 1

CINGULAR WIRELESS LLC SPECTRUM OVERLAPS – ESTIMATED COMPETITORS

At the request of the staff of the Wireless Telecommunications Bureau regarding this particular transaction, Cingular Wireless LLC ("Cingular") is identifying all areas in which the spectrum it proposes to acquire will overlap with its remaining cellular, broadband PCS, and SMR spectrum holdings. **As** requested **by** the staff, Cingular is including the spectrum holdings of all entities in which Cingular holds a 10 percent-or-greater ownership interest as reported on the Form 602.¹ **Also** at the request of the staff of the Wireless Telecommunications Bureau regarding this particular transaction, Cingular is providing the estimated number of competitors in the overlap areas identified subsequent to the consummation of this transaction.

Spectrum Acquired by Subsidiaries of Cingular Wireless LLC Will Cause the Following Overlaps:

Geographic Area Being Acquired			Spectrum Amount to be Acquired (MHz)	Post-Transaction Spectrum Holdings (MHz)	Estimated Competitors in Overlap Area Post-Transaction
BTA	Market Name	Counties Included			
BTA034	Beaumont-Port Arthur, TX	All	15	40 ²	6
BTA237	La Grange, GA	All	10	20	7
BTA271	Macon-Warner Robins, GA	Baldwin, GA	10	35	7
BTA271	Macon-Warner Robins, GA	Hancock, GA	10	35	7
BTA271	Macon-Warner Robins, GA	Monroe, GA	10	35	7

¹ For purposes of this analysis, the SMR holdings of Cingular Interactive L.P., a wholly owned subsidiary of Cingular, are not included due to a waiver excluding these holdings, which do not exceed 1.5 MHz in any given area, from the former spectrum cap provisions. See *Cingular Wireless LLC*, 16 F.C.C.R. 17564 (2001).

Cingular holds cellular authorizations that overlap the following counties that are all located in Texas and part of the Beaumont-Pan Arthur, TX (BTA034): Jasper, Newton, Sabine, and Tyler. In these counties, Cingular's post-transaction spectrum holdings will be 40 MHz.

Geographic Area Being Acquired			Spectrum Amount to be Acquired (MHz)	Post-Transaction Spectrum Holdings (MHz)	Estimated Competitors In Overlap Area Post-Transaction
BTA	Market Name	Counties Included			
BTA271	Macon-Warner Robins, GA	Putnam, GA	10	35	7
BTA305	Montgomery, AL	All	10	20	10
BTA315	Natchez, MS	All	5	15	8
BTA334	Opelika-Auburn, AL	All	10	20	8
BTA454	Valdosta, GA	All	10	20	9

ATTACHMENT 2

AT&T WIRELESS SERVICES, INC.
SPECTRUM HOLDINGS - ESTIMATED COMPETITORS

At the request of the staff of the Wireless Telecommunications Bureau regarding this particular transaction, AT&T Wireless Services, Inc. ("AWS") is providing information on the cellular, broadband PCS, and SMR spectrum holdings of all entities, in which it holds a 10 percent-or-greater ownership interest **as** reported on the Form 602, compared to the spectrum being acquired in the instant transaction. Given **the** overlap in the HI-I **RSA** with licenses owned and controlled by **AWS** subsidiaries or licenses **held by** entities in which **AWS** has **a** non-controlling equity interest, AWS is providing **a** more detailed chart that identifies the licensees involved. Also at the **request** of **the** staff of the Wireless Telecommunications Bureau regarding this particular transaction, AWS is providing the estimated number of competitors in the overlap area subsequent to the consummation of this transaction.

Analysis of Spectrum to be Acquired by Subsidiaries of AT&T Wireless Services, Inc

MTA (No)	BTA (No)	County	Cellular Mkt	A/B Band PCS (MHz)	C Band PCS (MHz)	D/E/F Band PCS (MHz)	Cellular (MHz)	MHz Before	MHz After	Estimated Competitors in Overlap Area
Birmingham (47)	Gadsden (158)	Etowah	Gadsden	0	AirCom (15)	E (10) f/Cingular	0	15	25	7
Spokane (42)	Lewiston (250)	Clearwater	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	8
		Idaho	ID-2	A (10) f/Cingular	0	0	0	0	10	N/A
		Latah	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	8
		Lewis	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	8
		Nez Pierce	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	8
		Asotin	WA-8	A (10) f/Cingular	0	0	0	0	10	N/A
		Garfield	WA-8	A (10) f/Cingular	0	0	0	0	10	N/A
Memphis (28)	Columbus (94)	Lamar	AL-3	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7
		Lamar	AL-3	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7
		Choctaw	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	9
		Choctaw	MS-6	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	9
		Clay	MS-4	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8
		Clay	MS-4	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8
		Lowndes	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8
		Lowndes	MS-6	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8
		Noxubee	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7
		Noxubee	MS-6	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7
		Oktibbeha	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7
		Oktibbeha	MS-6	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7
		Webster	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8
		Webster	MS-6	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8
Tulsa (48)	Bartlesville (31)	Washington	OK-4	A (10) f/Cingular	0	ACW E (10)	0	10	20	9
Honolulu (47)	Lihue (254)	Kauai	HI-1	0	ABC (30)	AWP D (10)	A (25) f/Cingular	40	65	7

Note 1: Material in italics represents the geographic area being assigned from a subsidiary of Cingular to a subsidiary of AT&T Wireless Services, Inc.

Note 2: The 15 MHz of spectrum held by Tritel C/F in the Columbus **BTA** is being assigned to a subsidiary of Cingular in this transaction

Key: Aircom = AirCom PCS, Inc., an indirect wholly owned subsidiary of **AWS**.
AWI = AT&T Wireless Services of Idaho, Inc., a direct wholly owned subsidiary of **AWS**.
Tritel A/B = Tritel A/B Holding Corp., an indirect wholly owned subsidiary of **AWS**.
Tritel C/F = Tritel C/F Holding Corp., an indirect wholly owned subsidiary of **AWS**.
AMT = AMT Cellular, LLC, a direct wholly owned subsidiary of **AWS**.
AWP = AT&T Wireless PCS, LLC, a direct wholly owned subsidiary of **AWS**.
ACW = American Cellular Wireless, LLC, a subsidiary of a Joint Venture with Dobson Cellular Corporation in which **AWS** has a 50% interest.

AMENDED ATTACHMENT I

CINGULAR WIRELESS LLC
SPECTRUM OVERLAPS – ESTIMATED COMPETITORS

At the request of the Wireless Telecommunications Bureau ("Bureau") regarding this particular transaction, Cingular Wireless LLC ("Cingular") as Attachment 1 to applications filed on January 10, 2003, identified all areas in which the spectrum it proposes to acquire will overlap with its remaining cellular, broadband PCS, and SMR spectrum holdings. As requested by the Bureau, Cingular included the spectrum holdings of all entities in which Cingular holds a 10 percent-or-greater ownership interest as reported on the Form 602.¹ Cingular also provided, again pursuant to the Bureau's request, the estimated number of competitors that would exist in the overlap areas.

After submitting the information in Attachment 1, the Bureau contacted Cingular and requested that Cingular re-analyze certain areas for potential overlaps; provide the pre-transaction spectrum holdings in the overlap areas; and identify the actual competitors in the overlap areas.² Accordingly, Cingular hereby submits this amendment providing additional information to the extent such information is readily available in the FCC's electronic databases.³ Cingular emphasizes that because this information is non-proprietary to Cingular and is in the public domain, it cannot certify to the accuracy of this information, which is identified herein as "estimated."

¹ For purposes of this analysis, the SMR holdings of Cingular Interactive L.P., a wholly owned subsidiary of Cingular, were not included due to a waiver excluding these holdings, which do not exceed 1.5 MHz in any given area, from the former spectrum cap provisions. See *Cingular Wireless LLC*, 16 F.C.C.R. 17564 (2001).

² One of Cingular's parents holds a 10 percent-or-greater interest in Pinnacle Cellular Limited Partnership ("Pinnacle"). Cingular does not hold an interest in this entity and accordingly did not include the spectrum holdings of this entity in the overlap analysis. The Bureau has now requested that Cingular re-analyze spectrum overlaps with the spectrum holdings of Pinnacle.

³ Specifically, this information is based on a search of the cellular and broadband PCS licensing records in the FCC's Universal Licensing System ("ULS") database. Given that large carriers often operate through subsidiaries that hold licenses, Cingular reviewed the available Form 602 ownership information listed for the particular licensees identified in the overlap areas to determine the parent operating entity to the extent practicable. To identify SMR operators that may provide mobile telephony service in the overlap areas, Cingular reviewed the coverage information available on the websites of Nextel and Southern Linc, i.e., known SMR operators that provide nationwide and regional coverage in the Southern United States. See www.nextel.com/services/coverage/index.shtml; www.southernlinc.com/telecommunications.asp.

Spectrum Acquired by Subsidiaries of Cingular Wireless LLC Will Cause the Following Overlaps:

Geographic Area Being Acquired			Counties with Overlap	Pre-Transaction Spectrum Holdings (MHz) in Over	Spectrum Amount to be Acquired (MHz)	Post-Transaction Spectrum Holdings (MHz) In Overlap	Estimated Competitors Overlap At Post-Transaction	Identity of Estimated Competitors
BTA	Market Name	Counties Included						
BTA034	Beaumont-Port Arthur, TX	All	Jasper, TX Newton, TX Sabine, TX Tyler, TX	25	15	40	6	AT&T Wireless, Cingular, Nextel, Sprint PCS, T-Mobile, Verizon
BTA094	Columbus-Starkville, MS	All	Lamar, AL	35	15	40	7	AT&T Wireless, Cingular, Eliska Wireless, Louisiana Unwired, Rural Cellular, Sprint PCS, T-Mobile
3TA175	Greenville-Greenwood, MS	All	Chicot, AR and Carroll, MS	35	15	40	8	AT&T Wireless, Cellular South, Cingular, MCG PCS, Rural Cellular, Skagit Wireless, T-Mobile
ITA237	La Grange, GA	All	All	10	10	20	7	AT&T Wireless, Cingular, Nextel, Public Service Comms., Southern Linc, Sprint PCS, T-Mobile
TA271	Macon-Warner Robins, GA	Baldwin, GA	Baldwin, GA	25	10	35	7	AT&T Wireless, Cingular, Leap Wireless, Sprint PCS, Southern Linc, T-Mobile, Verizon

⁴ Analysis includes Cingular.

Geographic Area Being Acquired			Counties with Overlap	Pre-Transact Spectrum Holdings (MHz) in Overlap	Spectrum Amount to Acquire (MHz)	Post-Transaction Spectrum Holdings (MHz) in Overlap	Estimated Competitors in Overlap Area Post-Transaction*	Identity of Estimated Competitors
BTA	Market Name	Counties Included						
BTA27	Macon-Warner Robins, GA	Hancock, GA	Hancock, GA	25	10	35	7	AT&T Wireless, Cingular, Leap Wireless, Sprint PCS, Southerm Linc, T-Mobile, Verizon
TA271	Macon-Warner Robins, GA	Monroe, GA	Monroe, GA	25	10	35	7	AT&T Wireless, Cingular, Leap Wireless, Sprint PCS, Southerm Linc, T-Mobile, Verizon
TA271	Macon-Warner Robins, GA	Putnam, GA	Putnam, GA	25	10	35	7	AT&T Wireless, Cingular, Leap Wireless, Sprint PCS, Southerm Linc, T-Mobile, Verizon
TA305	Montgomery, AL	All	All	10	10	20	9	AllTel, AT&T Wireless, Cingular, Nextel, Rural Cellular, Southerm Linc, Sprint PCS, T-Mobile, Verizon
TA315	Natchez, MS	All	All	10	5	15	8	AllTel, AT&T Wireless, Centennial, Cellular South, Cingular, Louisiana Unwired, Sprint PCS, T-Mobile
TA334	Opelika-Auburn, AL	All	All	10	10	20	8	AT&T Wireless, Cingular, Nextel, Price Comms., Public Service Comms., Southern Linc, Sprint PCS, Verizon

Geographic Area Being Acquired		BTA	Market Name	Counties Included	Counties with Overlap	Pre-Transaction Spectrum Holdings (MHz) in Overlap	Spectrum Acquired (MHz) Amount to be	Post-Transaction Spectrum Holdings (MHz) in Overlap	Estimated Competitors in Post-Transaction Area	Identity of Competitors
	BT4423	Somerset, KY	All	Casey, KY	25	10	35	6	AT&T Wireless, Cingular, Nextstar Wireless, Sprint PCS, T-Mobile	AT&T Wireless, Cingular, Nextstar Wireless, Sprint PCS, T-Mobile
	BT4454	Valdosta, GA	All	All	10	10	20	9	ABC Wireless, Alltel, Cingular, Nextel, Southern Linc, Sprint PCS, T-Mobile, U.S. Cellular, Verizon	ABC Wireless, Alltel, Cingular, Nextel, Southern Linc, Sprint PCS, T-Mobile, U.S. Cellular, Verizon

AMENDED ATTACHMENT 2

AT&T WIRELESS SERVICES, INC.
SPECTRUM HOLDINGS – ESTIMATED COMPETITORS

At the request of the Wireless Telecommunications Bureau (“Bureau”) regarding this particular transaction, AT&T Wireless Services, Inc. (“AWS”) provided **as** Attachment 2 to applications filed on January 10, 2003, information on the cellular, broadband PCS, and SMR spectrum holdings of all entities, in which it holds a 10 percent-or-greater ownership interest as reported on the Form 602, compared to the spectrum being acquired in the instant transaction. **Also** at the request of the Bureau regarding this particular transaction, AWS provided the estimated number of competitors that would exist in the overlap areas

After submitting the information in Attachment 2, the Bureau contacted AWS and requested that AWS identify the actual competitors in the overlap areas. Accordingly, AWS hereby submits this amendment providing additional information to the extent such information is readily available in the FCC’s electronic databases.¹ AWS emphasizes that because this information is non-proprietary to AWS and is in the public domain, it cannot certify to the accuracy of this information, which is identified herein as “estimated.”

¹ Specifically, this information is based on a search of the cellular and broadband PCS licensing records in the FCC’s Universal Licensing System (“ULS”) database. Given that large carriers often operate through subsidiaries that hold licenses, AWS reviewed the available Form 602 ownership information listed for the particular licensees identified in the overlap areas to determine the parent operating entity to the extent practicable. To identify SMR operators that may provide mobile telephony service in the overlap areas, AWS reviewed the coverage information available on the websites for Nextel and Southern Linc, i.e., known SMR operators that provide nationwide and regional coverage in the southern United States. See www.nextel.com/services/coverage/index.shtml; www.southernlinc.com/telecommunications.asp.

Analysis of Spectrum to be Acquired by Subsidiaries of AT&T Wireless Services, Inc.

MTA (No)	BTA (No)	County	Cellular Mkt	A/B Band PCS (MHz)	C Band PCS (MHz)	D/E/F Band PCS (MHz)	Cellular (MHz)	MHz Before	MHz After	Estimated Competitors in Overlap Area	Identity of Estimated Competitors
Birmingham (29)	Gadsden (158)	Etowah	Gadsden	0	AirCom (15)	E (10) f/Cingular	0	15	25	8	AWS, Cingular, Corr Wireless, Nextel, Southern Line, Sprint PCS, T-Mobile, Verizon
Spokane (42)	Lewiston (250)	Clearwater	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	9	AWS, Cingular, Inland Cellular Tel. Co., Qwest, Leap Wireless, Summit Wireless, Sprint PCS, T-Mobile, Verizon
		Idaho	ID-2	A (10) f/Cingular	0	0	0	0	10	N/A	
		Latah	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	9	AWS, Cingular, Inland Cellular Tel. Co., Qwest, Leap Wireless, Summit Wireless, Sprint PCS, T-Mobile, Verizon
		Lewis	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	9	AWS, Cingular, Inland Cellular Tel. Co., Qwest, Leap Wireless, Summit Wireless, Sprint PCS, T-Mobile, Verizon
		Nez Pierce	ID-1	A (10) f/Cingular	0	0	AWI (25)	25	35	9	AWS, Cingular, Inland Cellular Tel. Co., Qwest, Leap Wireless, Summit Wireless, Sprint PCS, T-Mobile, Verizon
		Asotin	WA-8	A (10) f/Cingular	0	0	0	0	10	N/A	
		Garfield	WA-8	A (10) f/Cingular	0	0	0	0	10	N/A	
Memphis (28)	Columbus (94)	Lamar	AL-3	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7	AWS, Cingular, Eliska Wireless, Louisiana Unwired, Rural Cellular, Sprint PCS, T-Mobile
		Lamar	AL-3	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	7	AWS, Cingular, Eliska Wireless, Louisiana Unwired, Rural Cellular, Sprint PCS, T-Mobile
		Choctaw	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwired, Sprint PCS, T-Mobile
		Choctaw	MS-6	AMT (10)	Tritel C/F (15)	E (10) f/Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwired, Sprint PCS, T-Mobile

MTA (No)	BTA (No)	County	Cellular Mkt	A/B Band PCS (MHz)	C Band PCS (MHz)	D/E/F Band PCS (MHz)	Cellular (MHz)	MHz Before	MHz After	Estimate Competitor in Overlap Area	Identity of Estimated Competitors
		Clay	MS-4	Tritel A/B (20)	Tritel C/F (15)	E (10) //Cingular	0	45	40	7	AWS, Cingular, Eliska Wireless, Louisiana Unwed, Rural Cellular, Sprint PCS, T-Mobile
		Clay	MS-4	AMT (10)	Tritel C/F (15)	E (10) //Cingular	0	45	40	7	AWS, Cingular, Eliska Wireless, Louisiana Unwed, Rural Cellular, Sprint PCS, T-Mobile
		Lowndes	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Lowndes	MS-6	AMT (10)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Noxubee	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Noxubee	MS-6	AMT (10)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Okfuskee	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Okfuskee	MS-6	AMT (10)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Webster	MS-6	Tritel A/B (20)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile
		Webster	MS-6	AMT (10)	Tritel C/F (15)	E (10) //Cingular	0	45	40	8	AllTel, AWS, Cellular South, Cingular, Eliska Wireless, Louisiana Unwed, Sprint PCS, T-Mobile

MTA (No)	BTA (No)	County	Cellular Mkt	A/B Band PCS (MHz)	C Band PCS (MHz)	D/E/F Band PCS (MHz)	Cellular (MHz)	MHz Before	MHz After	Estimated Competitors in Overlap Area	Identity of Estimated Competitors
Tulsa (48)	<i>Barlesville (31)</i>	Washington	OK-4	A (10) <i>f/Cingular</i>	0	ACW E (10)	0	10	20	9	ACW, AWS, Cameron Comms., Cingular, Meriwether Comms., Nextel, Sprint PCS, <i>US Cellular</i> , Western Wireless
Honolulu (47)	Lihue (254)	Kauai	<i>HI-1</i>	0	ABC (30)	AWP D (10)	A (25) <i>f/Cingular</i>	40	65	7	ABC Wireless, AWS, Nextel, Sprint PCS, Summit Wireless, T-Mobile, Verizon

Note 1: Material in italics represents the geographic area being assigned from a subsidiary of Cingular to a subsidiary of AT&T Wireless Services, Inc.

Note 2: The 15 MHz of spectrum held by Tritel C/F in the Columbus BTA is being assigned to a subsidiary of Cingular in this transaction.

Key: Aircom = AirCom PCS, Inc., an indirect wholly owned subsidiary of AWS.
 AWI = AT&T Wireless Services of Idaho, Inc., a direct wholly owned subsidiary of AWS.
 Tritel A/B = Tritel A/B Holding Corp., an indirect wholly owned subsidiary of AWS.
 Tritel C/F = Tritel C/F Holding Corp., an indirect wholly owned subsidiary of AWS.
 AMT = AMT Cellular, LLC, a direct wholly owned subsidiary of AWS.
 AWP = AT&T Wireless PCS, LLC, a direct wholly owned subsidiary of AWS.
 ACW = American Cellular Wireless, LLC, a subsidiary of a Joint Venture with Dobson Cellular Corporation in which AWS has a 50% interest.